

UNIVERSITY OF COLORADO HEALTH AND WELFARE TRUST TRUST COMMITTEE RESOLUTIONS

ADOPTED AS OF JUNE 16, 2014

WHEREAS, The Regents of the University of Colorado, a body corporate and a state institution of higher education of the State of Colorado (“University”), the University of Colorado Hospital Authority, a body corporate and political subdivision of the State of Colorado (“Hospital”), and University Physicians, Incorporated, a Colorado nonprofit corporation (“UPI”), established the University of Colorado Health and Welfare Trust (“Trust”) to among other things: (a) provide the funding vehicle for the University of Colorado Health and Welfare Plan (“H&W Plan”), (b) hold, if applicable, the health care flexible spending account contributions for: (i) the University’s and UPI’s employees under the health care flexible spending account component of The University of Colorado Flexible Benefits Plan (“Flex Plan”) and (ii) the Hospital’s employees under the health care spending account plan component of the University of Colorado Hospital Authority Cafeteria Plan (“Cafeteria Plan”); (c) invest the Trust funds and (d) pay appropriate claims and expenses; and

WHEREAS, the Trust Committee desires to approve and/or ratify the engagements, renewals and/or amendments (“engagement”) for the following service providers for the fiscal year beginning July 1, 2014: (a) Aon Hewitt; (b) Mercer Health & Benefits LLC (“Mercer”); (c) Davis Graham & Stubbs LLP (“DGS”); (d) ASI Software, Inc. (“ASI”); (e) ASI COBRA, LLC (“ASI COBRA”); (f) CliftonLarsonAllen LLP (“Clifton”); (g) Kaiser Permanente Insurance Company (“Kaiser”); (h) Harrington Health Services, Inc.; and (i) Rocky Mountain Hospital and Medical Services, Inc. dba Anthem Blue Cross and Blue Shield (“Anthem”); and

WHEREAS, the Trust Committee desires to approve and/or ratify the engagements, renewals and/or amendments (“engagement”) for the following additional service providers: (a) Truven Health Analytics Inc. (formerly known as Thomson Reuters (Healthcare) Inc.) (“Truven”); (b) Pharmaceutical Strategies Group, LLC (“PSG”); (c) Health Promotion Management, Inc. (“HPMI”); (d) Wellness and Prevention, Inc. (“W&P”); (e) National Jewish Health (“National Jewish”); (f) Weight Watchers North America, Inc. (“Weight Watchers”); (g) Digifit, Inc., (“Digifit”); (h) K&H LLC d/b/a Karsh Hagan (“Karsh Hagan”); (i) Online Tools for Parents, LLC, a Colorado Limited Liability Corporation, dba ZisBoomBah (“ZBB”); (j) GeoPalz, LLC (“GeoPalz”); (k) Foraker Labs, LLC (“Foraker”); (l) Amazon Web Services, Inc. (“Amazon”); (m) SurveyMonkey, Inc. (“SurveyMonkey”); (n) The Regents of the University of Colorado, a body corporate and a state institution of higher education of the State of Colorado on behalf of the Anschutz Health and Wellness Center, the Skaggs School of Pharmacy, the School of Medicine and the School of Public Health (“University”) and (o) University Physicians, Inc. (“UPI”); and

WHEREAS, the Trust Committee desires to renew its (1) crime insurance, (2) fiduciary liability insurance, and (3) errors and omissions insurance; and

WHEREAS, the Trust Committee desires to approve the budget, in the form presented to the Trust Committee by Mr. Tony DeCrosta, Chief Plan Administrator of the CU Health Plan, for the fiscal year of the Trust beginning July 1, 2014; and

WHEREAS, the Trust Committee desires to approve and ratify (a) that effective July 1, 2014, the Health Care Spending Account Plan of the University of Colorado Hospital Authority Cafeteria Plan shall no longer be funded through the Trust, and (b) any actions taken or to be taken by the CU Health Plan Administration in conjunction therewith;

WHEREAS, the Trust Committee desires to approve and ratify, effective July 1, 2014, Amendment No. Six to the Trust which (a) updates the list of component benefit plans under the University of Colorado Health and Welfare Plan to include the CU Health Plan-Extended; and (b) reflects, effective July 1, 2014, that the Health Care Spending Account Plan of the University of Colorado Hospital Authority Cafeteria Plan shall no longer be funded through the Trust; and

WHEREAS, the Trust Committee desires to continue to approve and ratify actions taken or to be taken by the Chairperson of the Trust Committee to adopt, amend and/or provide, in conjunction with the plan sponsors, the privacy and security compliance documents under the Health Insurance Portability and Accountability Act of 1996, as amended from time to time ("HIPAA") including but not limited to: (a) Notice of Privacy Practices; (b) HIPAA Privacy Use and Disclosure Procedures; (c) HIPAA Privacy Policy; (d) HIPAA Security Policy; and (e) all related HIPAA business associate agreements; and

WHEREAS, the Trust Committee desires to continue to authorize the Chairperson of the Trust Committee from time to time, or his or her delegates, to take any and all actions including but not limited to any actions with respect to wellness and prevention programs deemed necessary, appropriate or advisable and ratify and approve actions already taken, with respect to the Trust, the H&W Plan funded through the Trust, the Flex Plan, but only with respect to the Health Care Flexible Spending Account Plan and the Pretax Premium Component for the H&W Plan, the Cafeteria Plan, but only with respect to the Pretax Premium Component for the H&W Plan funded through the Trust and the Health Care Spending Account Plan funded through the Trust prior to July 1, 2014, and any other health and welfare benefit plans that may be funded through the Trust.

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Trust Committee, as further described in each item below, hereby approves and ratifies the following actions related to service providers and the performance of such services as are described below or as may be requested of each such service provider for the fiscal year beginning July 1, 2014:

A. the engagement of Aon Hewitt by the Trust and the University as the Plan Sponsor of the H&W Plan to serve as an independent advisor for the benefit of the participants in the H&W Plan and Trust who select the CU Health Plan – Exclusive by providing utilization and discount review services and pharmacy consulting services, is approved and ratified by a unanimous vote of all the Trustees from the University and

UPI, with the Trustees from the Hospital abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

B. the engagement of Mercer by the Trust and the University as the Plan Sponsor of the H&W Plan to serve as an independent advisor for the benefit of the participants in the H&W Plan and Trust who select the CU Health Plan – Exclusive, and to document its findings regarding the competitiveness of the fee in a written report(s) regarding its: (i) comparison of UPI's global payment fee to market based physician costs within the Denver/Boulder market for like HMO products in order to determine that UPI's fees in the aggregate meet competitive market benchmarks and (ii) determination of a process to reconcile and the reconciliation of the global payment fee to actual claims, is approved and ratified by a unanimous vote of all the Trustees from the Hospital and the University, with the Trustee from UPI abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

C. the engagement of Mercer to perform actuarial calculations for the self-funded health plans and provide other appropriate related services, is approved and ratified by a unanimous vote of all the Trustees; and

D. the engagement of the law firm of DGS to provide such legal services as may be requested from time to time, is approved and ratified by a unanimous vote of all the Trustees and, in connection therewith, the Trust Committee hereby waives any conflicts with DGS's representation of the University, the Hospital and/or UPI; and

E. the engagement of ASI by the Trust and the University as the Plan Sponsor of the H&W Plan, to provide administrative services for the health care flexible spending account component of The University of Colorado Flexible Benefits Plan, is approved and ratified by a unanimous vote of all the Trustees; and

F. the engagement of ASI COBRA by the Trust and the University as the Plan Sponsor of the H&W Plan, to provide COBRA administrative services for the benefit of the participants in the H&W Plan and Trust, is approved and ratified by a unanimous vote of all the Trustees; and

G. the engagement of Clifton by the Trust and the University as the Plan Sponsor of the H&W Plan to provide financial statement auditing services is approved and ratified by a unanimous vote of all the Trustees; and

H. the engagement of Kaiser Permanente Insurance Company and Harrington Health Services, Inc. as Named Claims Fiduciary by the Trust and the University as the Plan Sponsor of the H&W Plan for the administration of the CU Health Plan –Kaiser is approved and ratified by a unanimous vote of all the Trustees; and

I. The engagement of Anthem by the Trust and the University as the Plan Sponsor of the H&W Plan to: (a) serve as an independent fiduciary to establish and select the providers and to negotiate rates with such providers other than the Global

Payment arrangement between Anthem and The Regents of the University of Colorado, Denver, acting on behalf of the University of Colorado School of Medicine and University Physicians, Incorporated, for the following component benefit plans of the H&W Plan funded through the Trust, which include (i) CU Health Plan – Access Network, (ii) CU Health Plan – High Deductible, (iii) CU Health Plan – Exclusive, (iv) CU Health Plan – Vision, (v) CU Health Plan – Medicare and (vi) CU-Health Plan - Extended (collectively, the “Self-Funded Plans”); (b) serve as claims administrator for the Self-Funded Plans; and (c) serve as the third party administrator for the Self-Funded Plans, is approved and ratified by a unanimous vote of all the Trustees from the University and UPI, with the Trustees from the Hospital abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process.

2. The Trust Committee, as further described in each item below, hereby approves and ratifies the following actions related to additional service providers and the performance of such services as are described below or as may be requested of each such service provider for the fiscal years of the Trust beginning July 1, 2013 and July 1, 2014:

A. the engagement of Truven by the Trust and the University as the Plan Sponsor of the H&W Plan to provide data consulting services is approved and ratified by a unanimous vote of all of the Trustees; and

B. the engagement of PSG by the Trust and the University as the Plan Sponsor of the H&W Plan to provide pharmacy consulting services is approved and ratified by a unanimous vote of all the Trustees from the University and UPI, with the Trustees from the Hospital abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

C. the engagement of HPMI by the Trust and the University as the Plan Sponsor of the H&W Plan to provide biometric screenings is approved and ratified by a unanimous vote of all of the Trustees; and

D. the engagement of W&P by the Trust and the University as the Plan Sponsor of the H&W Plan to provide health risk assessment services is approved and ratified by a unanimous vote of all of the Trustees; and

E. the engagement of National Jewish by the Trust and the University as the Plan Sponsor of the H&W Plan to provide tobacco cessation services is approved and ratified by a unanimous vote of all of the Trustees; and

F. the engagement of Weight Watchers by the Trust and the University as the Plan Sponsor of the H&W Plan to provide weight loss services is approved and ratified by a unanimous vote of all of the Trustees; and

G. the engagement of Digifit by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services is approved and ratified by a unanimous vote of all of the Trustees; and

H. the engagement of Karsh Hagan by the Trust and the University as the Plan Sponsor of the H&W Plan to provide marketing services, is approved and ratified by a unanimous vote of all of the Trustees; and

I. the engagement of ZBB by the Trust and the University as the Plan Sponsor of the H&W Plan to provide consulting and information technology services for the children's program is approved and ratified by a unanimous vote of all of the Trustees; and

J. the engagement of GeoPalz by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services for the children's program is approved and ratified by a unanimous vote of all of the Trustees; and

K. the engagement of Foraker by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services is approved and ratified by a unanimous vote of all of the Trustees; and

L. the engagement of Amazon by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services is approved and ratified by a unanimous vote of all of the Trustees; and

M. the engagement of SurveyMonkey by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services is approved and ratified by a unanimous vote of all of the Trustees; and

N. the engagement of the University to provide consulting services for the children's program, flu shots, consulting services regarding behavioral health coaching and consulting services for the diabetes program is approved and ratified by a unanimous vote of all the Trustees from the Hospital and UPI, with the Trustees from the University abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

O. the engagement of UPI to provide professional services regarding an MRI study is approved and ratified by a unanimous vote of all the Trustees from the University and the Hospital, with the Trustee from UPI abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

3. The purchase by the Trust of (1) crime insurance, (2) fiduciary liability insurance, and (3) errors and omissions insurance from an underwriter selected at the discretion of the Trust Committee chair is approved and ratified by a unanimous vote of all of the Trustees.

4. The budget, in the form presented to the Trust Committee by Mr. Tony DeCrosta, Chief Plan Administrator of the CU Health Plan, for the fiscal year of the Trust beginning July 1, 2014, is approved and ratified by a unanimous vote of all the Trustees.

5. Effective July 1, 2014, the Health Care Spending Account Plan of the University of Colorado Hospital Authority Cafeteria Plan shall no longer be funded through the Trust, and any actions taken or to be taken by the CU Health Plan Administration in conjunction therewith, are approved and ratified by a unanimous vote of all of the Trustees.

6. Amendment No. Six to the Trust, effective July 1, 2014, which (a) updates the list of component benefit plans under the University of Colorado Health and Welfare Plan to include the CU Health Plan-Extended, and (b) reflects, effective July 1, 2014, that the funding of the Health Care Spending Account Plan of the University of Colorado Hospital Authority Cafeteria Plan shall no longer be through the Trust is approved and ratified by a unanimous vote of all of the Trustees.

7. The actions taken or to be taken by the Chairperson of the Trust Committee to adopt, amend and/or provide, in conjunction with the plan sponsors, the privacy and security compliance documents under HIPAA including but not limited to: (a) Notice of Privacy Practices, (b) HIPAA Privacy Use and Disclosure Procedures, (c) HIPAA Privacy Policy, (d) HIPAA Security Policy, and (e) all related HIPAA business associate agreements are approved and ratified by a unanimous vote of all of the Trustees.


8. The Trust Committee hereby continues to authorize the Chairperson of the Trust Committee from time to time, or his or her delegates, to take any and all actions including but not limited to any actions with respect to wellness and prevention programs deemed necessary, appropriate or advisable and ratify and approve actions already taken, with respect to the Trust, the University of Colorado Health and Welfare Plan funded through the Trust, and the Flex Plan, but only with respect to the Health Care Flexible Spending Account Plan and the Pretax Premium Component for the H&W Plan, the Cafeteria Plan, but only with respect to the Pretax Premium Component for the H&W Plan funded through the Trust, and the Health Care Spending Account Plan funded through the Trust prior to July 1, 2014, and any other health and welfare benefit plans that may be funded through the Trust, and such authorization is approved and ratified by a unanimous vote of all the Trustees.

PASSED AND ADOPTED at a Trust Committee meeting held on June 16, 2014 at which all Trustees were present or represented by proxy, in Denver, Colorado or participated in such meeting by telephone.

**CERTIFICATION OF ADOPTION OF UNIVERSITY OF COLORADO
HEALTH AND WELFARE TRUST COMMITTEE RESOLUTIONS**

I, E. Jill Pollock, Chairperson of the Trust Committee and Secretary of the Trust Committee, hereby certify that the above Trust Committee Resolutions were adopted as stated above on June 16, 2014.

**UNIVERSITY OF COLORADO HEALTH
AND WELFARE TRUST**

By 
E. Jill Pollock
Chairperson of the Trust Committee and
Secretary